

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
GENERAL MOTORS CORP., *et al.*, : Case No. 09-50026 (REG)
Debtors. : (Jointly Administered)
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**DECLARATION AND DISCLOSURE STATEMENT
OF PHILIP E. HOLLADAY, JR. ON BEHALF OF KING & SPALDING LLP**

STATE OF GEORGIA)
) ss:
COUNTY OF FULTON)

PHILIP E. HOLLADAY, JR., hereby declares, pursuant to section 1746 of title 28 of the United States Code:

1. I am a partner of KING & SPALDING LLP, located at 1180 Peachtree Street, N.E., Atlanta, Georgia 30309-3521 (the “**Firm**”).
2. General Motors Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these

chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed except that, with Debtor's informed consent, King & Spalding has and continues to represent a private equity fund, Telesto Ventures, in connection with the potential acquisition of certain assets of Saturn.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which my Firm is to be employed.

6. The Debtors owe the Firm at least \$558,902.37 for prepetition legal services and expenses. We are continuing to receive bills for prepetition services and expenses, and such additional amounts will be reflected on any claim or claims filed and submitted by the Firm.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July
8th, 2009.

By: Philip E. Holladay, Jr.
Philip E. Holladay, Jr.

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY GENERAL MOTORS
CORPORATION OR ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the “**Debtors**”)

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Russell B. Brooks

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

King & Spalding LLP

1180 Peachtree Street, N.E.

Atlanta, Georgia 30309-3521

(404) 572-4600

2. Date of retention: King & Spalding has been representing General Motors

Corporation in lawsuits and other legal matters since at least the 1960's.

3. Brief description of services to be provided:

King & Spalding represents and provides legal advice and services to General Motors in a number of different types of matters, including automotive product liability claims and cases, asbestos-related claims and lawsuits, toxic tort cases, insurance coverage matters, directors and officers litigation, other types of civil litigation, government relations counseling, transactions work, including in connection with a proposed 363 sale of certain GM assets to "new GM," and tax services. In a number of the automotive product liability cases and other litigation matters in which King & Spalding serves as counsel, General Motors has directed King & Spalding to represent and defend, pursuant to indemnification agreements, certain other named defendants who are not debtors or debtors in possession in these bankruptcy proceedings.

4. Arrangements for compensation (hourly, contingent, etc.):

Hourly, based on the direction received from General Motors Legal Staff personnel, including Michael Gruskin, Damon White, Michael Daar and Glenn Jackson.

(a) Average hourly rate (if applicable):

N/A

(b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

King & Spalding's average compensation from General Motors

Corporation between 6/1/07 and 5/31/09 was approximately \$ 800,000

per month. King & Spalding expects that its monthly billings to the
Corporation beginning in June 2009 will be approximately \$125,000
per month.

5. Prepetition claims against the Debtors held by the firm:

Amount of claim: As of July 2, 2009, at least \$558,902.37.¹

Date claim arose: Between approximately March 1 and May 31, 2009.

Source of Claim: Legal services rendered and related expenses.

6. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: None specifically identified. Upon information and belief, a number of
partners, associates and other professional employees at King & Spalding own
GM vehicles that are under warranty and which conceivably could form the basis
of an adverse claim in the future.

Status: N/A

Amount of Claim: N/A

Date claim arose: N/A

Source of claim: N/A

¹ King & Spalding continues to receive bills for prepetition services rendered and expenses incurred, and will include any such additional fees and expenses in any claim it files with this Court.

7. Stock of the Debtors currently held by the firm:

Class of shares: N/A

No. of shares: 0

8. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: (See Attachment "A".)

Status: (See Attachment "A".)

Class of shares: (See Attachment "A".)

No. of shares: (See Attachment "A".)

9. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

With the informed consent of General Motors Corporation, King & Spalding has and continues to represent a private equity fund, Telesto Ventures, in connection with the potential acquisition of certain assets of Saturn.

11. Name of individual completing this form:

Philip E. Holladay, Jr.

ATTACHMENT "A" TO RETENTION QUESTIONNAIRE

Upon information and belief, the following King & Spalding attorneys and professional employees own or hold General Motors stock:

Dawn-Marie Bey (partner)	700 shares	Common stock
Mark Dola (attorney)	283 shares	7.375% Preferred Stock
Jane Hardesty (spouse of partner) Derek Hardesty	40 shares	Common stock
Jarrel McDaniel (attorney)		\$50,000, 7.70% Debentures due on 4/16/2016 \$50,000, 8.10% Debentures due on 6/15/2024
Mikey Sheinfeld (attorney)	300 shares	Common stock
Mary Williamson (attorney)	2 shares	GM Dividend Reinvestment Plan